

RECORDATION NO. 18586-B FILED 1425

JUN 9 - 1994 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

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OF COUNSEL
URBAN A. LESTER

June 9, 1994

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INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Leases and a Memorandum of Assignment of Leases, both dated as of June 3, 1994, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177

The enclosed documents relate to the Memorandum of Lease and the Memorandum of Assignment of Lease, dated as of December 17, 1993, which were duly filed with the Commission under Recordation Numbers 18586 and 18586-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	Phillips Petroleum Company (formerly Phillips 66 Company) 336 Adams Building Bartlesville, Oklahoma 74004
Assignee:	BA Leasing & Capital Corporation Four Embarcadero Center, Suite 1200 San Francisco, California 94111

Copy to Mr. Lester

counterparts

Mr. Sidney L. Strickland, Jr.
June 9, 1994
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A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
, at , Recordation No.

6/3/94: 12:16pm
24950/1760/48492.1

Memorandum dated as of June 3, 1994 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell
Title: Treasurer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 3rd day of June, 1994, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation on this 3rd day of June, 1994, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

ALICE BLUMBERG
Notary Public, State of New York
No. 01BL5026266
Qualified in New York County
Commission Expires April 18, 1996

EXHIBIT A

EQUIPMENT

<u>LESSEE NAME</u>	<u>CAR SERVICE CONTRACT NO.</u>	<u>IDENTIFYING NUMBERS (BOTH INCLUSIVE)</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
PHILLIPS PETROLEUM COMPANY	6011	ACFX 87263	80	T105
PHILLIPS PETROLEUM COMPANY	6011	96179		C214
PHILLIPS PETROLEUM COMPANY	6011	96183		C214
PHILLIPS PETROLEUM COMPANY	6011	96199		C214
PHILLIPS PETROLEUM COMPANY	6011	96896		C214
PHILLIPS PETROLEUM COMPANY	6011	96899		C214
PHILLIPS PETROLEUM COMPANY	6011	96905		C214
PHILLIPS PETROLEUM COMPANY	6011	96908		C214
PHILLIPS PETROLEUM COMPANY	6011	96913		C214
PHILLIPS PETROLEUM COMPANY	6011	96916		C214
PHILLIPS PETROLEUM COMPANY	6011	96930		C214
PHILLIPS PETROLEUM COMPANY	6011	96932		C214
PHILLIPS PETROLEUM COMPANY	6011	96935		C214
PHILLIPS PETROLEUM COMPANY	6011	96939		C214
PHILLIPS PETROLEUM COMPANY	6011	96948		C214
PHILLIPS PETROLEUM COMPANY	6011	96949		C214
PHILLIPS PETROLEUM COMPANY	6011	96958		C214
PHILLIPS PETROLEUM COMPANY	6011	96961		C214
PHILLIPS PETROLEUM COMPANY	6011	96964		C214
PHILLIPS PETROLEUM COMPANY	6011	96970		C214
PHILLIPS PETROLEUM COMPANY	6011	96971		C214
PHILLIPS PETROLEUM COMPANY	6011	96972		C214
PHILLIPS PETROLEUM COMPANY	6011	96973		C214
PHILLIPS PETROLEUM COMPANY	6011	96975		C214
PHILLIPS PETROLEUM COMPANY	6011	96987		C214
PHILLIPS PETROLEUM COMPANY	6011	96988		C214
PHILLIPS PETROLEUM COMPANY	6011	96995		C214
PHILLIPS PETROLEUM COMPANY	6011	96997		C214
PHILLIPS PETROLEUM COMPANY	6011	97004		C214
PHILLIPS PETROLEUM COMPANY	6011	97006		C214
PHILLIPS PETROLEUM COMPANY	6011	97007		C214
PHILLIPS PETROLEUM COMPANY	6011	97013		C214
PHILLIPS PETROLEUM COMPANY	6011	97015		C214
PHILLIPS PETROLEUM COMPANY	6011	97019		C214
PHILLIPS PETROLEUM COMPANY	6011	97022		C214
PHILLIPS PETROLEUM COMPANY	6011	97023		C214
PHILLIPS PETROLEUM COMPANY	6011	97035		C214
PHILLIPS PETROLEUM COMPANY	6011	97036		C214
PHILLIPS PETROLEUM COMPANY	6011	97038		C214
PHILLIPS PETROLEUM COMPANY	6011	97042		C214
PHILLIPS PETROLEUM COMPANY	6011	97235		C214
PHILLIPS PETROLEUM COMPANY	6011	97236		C214
PHILLIPS PETROLEUM COMPANY	6011	97237		C214
PHILLIPS PETROLEUM COMPANY	6011	97238		C214
PHILLIPS PETROLEUM COMPANY	6011	97239		C214
PHILLIPS PETROLEUM COMPANY	6011	97240		C214
PHILLIPS PETROLEUM COMPANY	6011	97241		C214
PHILLIPS PETROLEUM COMPANY	6011	97242		C214
PHILLIPS PETROLEUM COMPANY	6011	97243		C214
PHILLIPS PETROLEUM COMPANY	6011	97244		C214
PHILLIPS PETROLEUM COMPANY	6011	97245		C214
PHILLIPS PETROLEUM COMPANY	6011	97246		C214
PHILLIPS PETROLEUM COMPANY	6011	97247		C214
PHILLIPS PETROLEUM COMPANY	6011	97248		C214
PHILLIPS PETROLEUM COMPANY	6011	97249		C214
PHILLIPS PETROLEUM COMPANY	6011	97251		C214
PHILLIPS PETROLEUM COMPANY	6011	97252		C214

EXHIBIT A

EQUIPMENT

<u>LESSEE NAME</u>	<u>CAR SERVICE CONTRACT NO.</u>	<u>IDENTIFYING NUMBERS (BOTH INCLUSIVE)</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
PHILLIPS PETROLEUM COMPANY	6011	97253		C214
PHILLIPS PETROLEUM COMPANY	6011	97254		C214
PHILLIPS PETROLEUM COMPANY	6011	97255		C214
PHILLIPS PETROLEUM COMPANY	6011	97256		C214
PHILLIPS PETROLEUM COMPANY	6011	97257		C214
PHILLIPS PETROLEUM COMPANY	6011	97258		C214
PHILLIPS PETROLEUM COMPANY	6011	97259		C214
PHILLIPS PETROLEUM COMPANY	6011	97261		C214
PHILLIPS PETROLEUM COMPANY	6011	97262		C214
PHILLIPS PETROLEUM COMPANY	6011	97264		C214
PHILLIPS PETROLEUM COMPANY	6011	97265		C214
PHILLIPS PETROLEUM COMPANY	6011	97266		C214
PHILLIPS PETROLEUM COMPANY	6011	97267		C214
PHILLIPS PETROLEUM COMPANY	6011	97269		C214
PHILLIPS PETROLEUM COMPANY	6011	97271		C214
PHILLIPS PETROLEUM COMPANY	6011	97272		C214
PHILLIPS PETROLEUM COMPANY	6011	97273		C214
PHILLIPS PETROLEUM COMPANY	6011	97276		C214
PHILLIPS PETROLEUM COMPANY	6011	97277		C214
PHILLIPS PETROLEUM COMPANY	6011	97367		C214
PHILLIPS PETROLEUM COMPANY	6011	97498		C214
PHILLIPS PETROLEUM COMPANY	6011	97500		C214
PHILLIPS PETROLEUM COMPANY	6011	97582		C214